SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden 0.5 hours per response:

Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Addres Karge Dougla	ss of Reporting Perso as Samuel	on*	2. Issuer Name and Ticker or Trading Symbol <u>SMITH A O CORP</u> [AOS]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner
(Last) A. O. SMITH C 11270 WEST PA		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/10/2023	X Officer (give title Other (specify below) below) SVP - President NA Water Treat
(Street) MILWAUKEE	WI (State)	53224 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person
	Ta	ble I - Non-Deriva	ative Securities Acquired, Disposed of, or Beneficial Securities	icially Owned

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Code (Instr.					5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150.4)
Common Stock	02/10/2023		М		975	Α	\$0 ⁽¹⁾	2,396 ⁽²⁾	D	
Common Stock ⁽³⁾	02/10/2023		F		510	D	\$65.8	1,886	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		of Deriv	rities lired r osed) r. 3, 4	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(1)	02/10/2023		М			975	(4)	(4)	Common Stock	975	\$ <u>0</u>	1,670	D	

Explanation of Responses:

1. Each restricted stock unit represents the right to receive, at settlement, one share of Common Stock. This transaction represents the settlement of restricted stock units in shares of Common Stock on their scheduled vesting date

2. Mr. Karge is a participant in the A. O. Smith Dividend Reinvestment Plan ('Plan") and receives a quarterly dividend pursuant to the Plan. The total amount of dividends received was 22 shares of Common Stock

3. Shares withheld by A. O. Smith Corporation to satisfy tax withholding requirements on vesting of restricted stock units.

4. The restricted stock units were granted on 02/10/2020 under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3. The restricted stock units become payable in Common Stock on the vesting date of 02/10/2023.

Remarks:

James F. Stern, Attorney-in-02/14/2023 Fact for Douglas Samuel Karge

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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